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April 3, 1997

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32399

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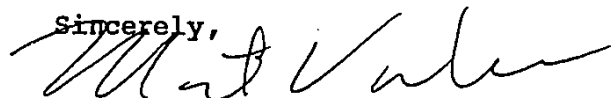
Re: RDS Financial Services, Inc.

Dear Madam or Sir:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation as well as a check in the amount of \$122.50 to cover the costs involved with filing the Article of Incorporation. After filing the Articles of Incorporation, please return a certified copy of the Articles and Designation of Registered Agent to this office.

Thank you for your cooperation and assistance. If you have any questions, please do not hesitate to call.

Sincerely,


Thomas M. VanNess, Jr.

TMV:11
Encl. (as stated)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RDS FINANCIAL SERVICES, INC.

The undersigned incorporators, for the purpose of forming corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be: RDS FINANCIAL SERVICES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation, shall be: 930 N. SUNCOAST BLVD.
CRYSTAL RIVER, FL 34429

ARTICLE III - DURATION

The duration of the Corporation is perpetual.

ARTICLE IV - PURPOSE

The general purpose for which the Corporation is organized is to transact all lawful business for which Corporations may be organized under the Florida Business Corporation Act (F.S.A. Chapter 607).

ARTICLE V - CAPITAL STOCK

The number of shares of stock, the par value and class of said stock that this Corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) shares of common stock, having no par value.

ARTICLE VI - REGISTERED OFFICE & AGENT

The street address of the corporations initial registered office is 930 N. SUNCOAST BLVD., CRYSTAL RIVER, FLORIDA 34429, and the name of its initial registered agent at that office is RICHARD W. DESIMONE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The number of directors constituting the initial Board of Directors is ONE (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial Director of the Corporation is as follows:

RICHARD W. DESIMONE
2860 W. ESCAMBIA LN.
LECANTO, FL 34460

ARTICLE VIII - INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is as follows:

RICHARD W. DESIMONE
2860 W. ESCAMBIA LN.
LECANTO, FL 34460

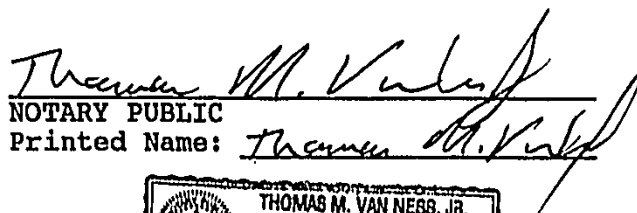
The undersigned incorporator has executed these Articles of Incorporation this 3rd day of April, 1997.


RICHARD W. DESIMONE, Incorporator

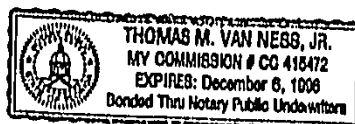
STATE OF FLORIDA)
COUNTY OF CITRUS)

Before me personally appeared RICHARD W. DESIMONE, who has produced Florida Drivers License as identification, and who is known to me to be the person described in and executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 3rd day of April, 1997.


NOTARY PUBLIC

Printed Name: Thomas M. Van Ness, Jr.



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the corporation is: RDS FINANCIAL SERVICES, INC.
2. The name and address of the registered agent and office is:

RICHARD W. DESIMONE
930 N. SUNCOAST BLVD.
CRYSTAL RIVER, FL 34429



RICHARD W. DESIMONE
President

Date:

April 3rd, 1997

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



RICHARD W. DESIMONE
Registered Agent

Date:

April 3rd, 1997